

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

FEB 4 '99

11-55AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

January 28, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated January 26, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 11961.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

County parts -

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

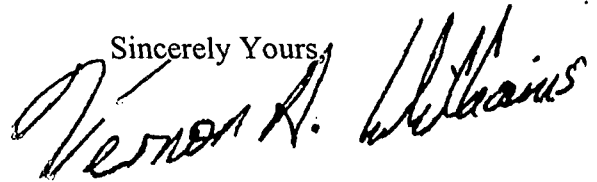
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/4/99 at 11:55 AM, and
assigned recordation numbers (s): 11961-K and 21834-A.

Sincerely Yours,

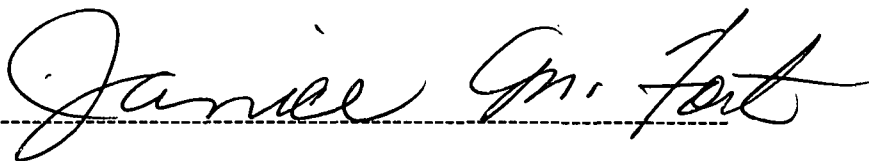


Vernon A. Williams

Enclosure(s)
52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



BNSF



PATRICK J. OTTENSMEYER
*Vice President - Finance
and Treasurer*

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

Direct Dial: (817) 352-2202
Facsimile: (817) 352-2279

January 26, 1999

RECORDATION NO. 11961-K

FILED

FEB 4 '99

11-55AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives and/or rail cars identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

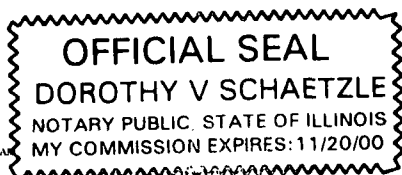
By: 

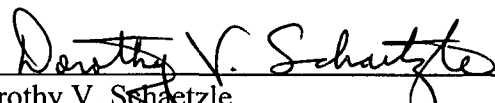
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26TH day of January, 1999, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on January 26, 1999, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Dorothy V. Schaezle
Notary Public
My Commission Expires: 11/20/2000

RECORDATION NUMBER: 11961

Equipment Description:

Number of Units: eight (8)
Model: SD40-2

**Old Reporting Mark
and Road Numbers**

BN	7228
BN	7229
BN	7230
BN	7231
BN	7232
BN	7233
BN	7234
BN	7235

**New Reporting Mark
and Road Numbers**

BNSF	7228
BNSF	7229
BNSF	7230
BNSF	7231
BNSF	7232
BNSF	7233
BNSF	7234
BNSF	7235

Equipment Description:

Number of Units: fifteen (15)
Model: C30-7

**Old Reporting Mark
and Road Numbers**

BN	5112
BN	5113
BN	5114
BN	5115
BN	5116
BN	5117
BN	5118
BN	5119
BN	5120
BN	5121
BN	5122
BN	5123
BN	5124
BN	5125
BN	5126

**New Reporting Mark
and Road Numbers**

BNSF	5112
BNSF	5113
BNSF	5114
BNSF	5115
BNSF	5116
BNSF	5117
BNSF	5118
BNSF	5119
BNSF	5120
BNSF	5121
BNSF	5122
BNSF	5123
BNSF	5124
BNSF	5125
BNSF	5126